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BIO365 LLC

6
7 **UNITED STATES BANKRUPTCY COURT**
8 **FOR THE NORTHERN DISTRICT OF CALIFORNIA**
9 **SANTA ROSA DIVISION**

10 In re

11 BIO365 LLC

12 Debtor

Case No. 23-10180

Chapter 11

EXHIBIT TO CHAPTER 11 PETITION

22 Dated: April 12, 2023

CLARK HILL PLC

24 By: /s/ Kevin H. Morse
25 Proposed Counsel for Debtor
26 bio365 LLC
27
28

2021 TAX RETURN FILING INSTRUCTIONS

U.S. RETURN OF PARTNERSHIP INCOME

FOR THE YEAR ENDING

DECEMBER 31, 2021

Prepared for	BIO365, LLC 122 CALISTOGA ROAD, SUITE 613 SANTA ROSA, CA 95409
Prepared by	PEASE & ASSOCIATES, LLC 1422 EUCLID AVE., SUITE 400 CLEVELAND, OH 44115
To be signed and dated by	A MEMBER OF THE LLC
Amount of tax	NOT APPLICABLE
Mail tax return to	THIS RETURN HAS QUALIFIED FOR ELECTRONIC FILING. AFTER YOU HAVE REVIEWED YOUR RETURN FOR COMPLETENESS AND ACCURACY, PLEASE SIGN, DATE AND RETURN FORM 8879-PE TO OUR OFFICE. WE WILL THEN SUBMIT YOUR ELECTRONIC RETURN TO THE IRS.
Forms to be distributed to partners	ENCLOSED ARE COPIES OF SCHEDULE K-1 TO BE DISTRIBUTED TO THE MEMBERS.
Return must be mailed on or before	RETURN FEDERAL FORM 8879-PE TO US BY SEPTEMBER 15, 2022.
Special Instructions	DO NOT MAIL THE PAPER COPY OF THE RETURN TO THE IRS.

Form **8879-PE**Department of the Treasury
Internal Revenue Service**E-file Authorization for Form 1065**
(For return of partnership income or administrative adjustment request)

OMB No. 1545-0123

2021▶ **ERO must obtain and retain completed Form 8879-PE.**▶ **Go to www.irs.gov/Form8879PE for the latest information.**

For calendar year 2021, or tax year beginning

, 2021, ending

, 20

Name of partnership

BIO365, LLC

Employer identification number

81-2353850**Part I Form 1065 Information** (Whole dollars only)

1	Gross receipts or sales less returns and allowances (Form 1065, line 1c)	1	7,025,647.
2	Gross profit (Form 1065, line 3)	2	1,288,462.
3	Ordinary business income (loss) (Form 1065, line 22)	3	-5,407,060.
4	Net rental real estate income (loss) (Form 1065, Schedule K, line 2)	4	
5	Other net rental income (loss) (Form 1065, Schedule K, line 3c)	5	

Part II Declaration and Signature Authorization of Partner or Member or Partnership Representative

I declare under penalties of perjury that:

- 1a. If the Form 1065 is being transmitted as part of a return of partnership income, I am a partner or member of the named partnership.
- b. If the Form 1065 is being transmitted as part of an administrative adjustment request (AAR), I am the partnership representative (PR) of the named partnership.
2. I have examined a copy of the partnership's electronic Form 1065 (whether used as return or AAR) and accompanying forms, schedules, and statements, and to the best of my knowledge and belief, it/they is/are true, correct, and complete.
3. I am fully authorized to sign the return or AAR on behalf of the partnership.
4. The amounts shown in Part I above are the amounts shown on the electronic copy of the partnership's Form 1065.
5. I consent to allow my electronic return originator (ERO), transmitter, or intermediate service provider to transmit the partnership's return or AAR to the IRS and to receive from the IRS (a) an acknowledgment of receipt or reason for rejection of the transmission and (b) the reason for any delay in processing the return or AAR.
6. I have selected a personal identification number (PIN) as my signature for the partnership's electronic return of partnership income or AAR.

Partner's or Member or PR PIN: check one box only

☒ I authorize **PEASE & ASSOCIATES, LLC** to enter my PIN **53850**
ERO firm name Don't enter all zeros
 as my signature on the partnership's 2021 electronically filed return of partnership income or AAR.

☐ As a Partner or Member or PR of the partnership, I will enter my PIN as my signature on the partnership's 2021 electronically filed return of partnership income or AAR..

Partner or Member or PR signature ▶

Title ▶ **MEMBER**

Date ▶

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN.

34069788411**Don't enter all zeros**

I certify that the above numeric entry is my PIN, which is my signature on the 2021 electronically filed return of partnership income or AAR for the partnership indicated above. I confirm that I am submitting this return or AAR in accordance with the requirements of **Pub. 3112**, IRS e-file Application and Participation, and **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶

Date ▶

ERO Must Retain This Form - See Instructions
Don't Submit This Form to the IRS Unless Requested To Do So

For Paperwork Reduction Act Notice, see instructions.

Form **8879-PE** (2021)

LHA

121031 12-21-21

Case: 23-10180 Doc# 8 Filed: 04/12/23 Entered: 04/12/23 16:20:26 Page 3 of 38

16410708 132838 14017BL.0000 2021.04000 BIO365, LLC

14017BL1

Form **1065**Department of the Treasury
Internal Revenue Service

EXTENSION GRANTED TO 09/15/22

U.S. Return of Partnership Income

OMB No. 1545-0123

For calendar year 2021, or tax year beginning _____, ending _____
▶ Go to www.irs.gov/Form1065 for instructions and the latest information.**2021**

A Principal business activity AGRICULTURAL	Type or Print	Name of partnership BIO365, LLC	D Employer identification number 81-2353850
B Principal product or service SOIL		Number, street, and room or suite no. If a P.O. box, see instructions. 122 CALISTOGA ROAD, SUITE 613	E Date business started 03/28/2016
C Business code number 111900		City or town, state or province, country, and ZIP or foreign postal code SANTA ROSA CA 95409	F Total assets \$13,346,002.

G Check applicable boxes: (1) ☐ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change (5) ☐ Amended return

H Check accounting method: (1) ☒ Cash (2) ☐ Accrual (3) ☐ Other (specify) ▶

I Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year ▶ **41**

J Check if Schedules C and M-3 are attached ▶ ☐

K Check if partnership: (1) ☐ Aggregated activities for section 465 at-risk purposes (2) ☐ Grouped activities for section 469 passive activity purposes

Caution: Include **only** trade or business income and expenses on lines 1a through 22 below. See instructions for more information.

Income	1a Gross receipts or sales	1a	7,025,647.	
	b Returns and allowances	1b		
	c Balance. Subtract line 1b from line 1a			1c 7,025,647.
	2 Cost of goods sold (attach Form 1125-A)			2 5,737,185.
	3 Gross profit. Subtract line 2 from line 1c			3 1,288,462.
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
7 Other income (loss) (attach statement)			7	
8 Total income (loss). Combine lines 3 through 7			8 1,288,462.	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9 1,294,308.
	10 Guaranteed payments to partners			10
	11 Repairs and maintenance			11 54,004.
	12 Bad debts			12 24,102.
	13 Rent			13 504,073.
	14 Taxes and licenses		SEE STATEMENT 1	14 259,375.
	15 Interest (see instructions)			15 62,862.
	16a Depreciation (if required, attach Form 4562)	16a	2,401,496.	
	b Less depreciation reported on Form 1125-A and elsewhere on return	16b		16c 2,401,496.
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
19 Employee benefit programs			19 102,510.	
20 Other deductions (attach statement)		SEE STATEMENT 2	20 1,992,792.	
21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21 6,695,522.	
22 Ordinary business income (loss). Subtract line 21 from line 8			22 -5,407,060.	
Tax and Payments	23 Interest due under the look-back method-completed long-term contracts (attach Form 8697)			23
	24 Interest due under the look-back method-income forecast method (attach Form 8866)			24
	25 BBA AAR imputed underpayment (see instructions)			25
	26 Other taxes (see instructions)			26
	27 Total balance due. Add lines 23 through 26			27
	28 Payment (see instructions)			28
	29 Amount owed. If line 28 is smaller than line 27, enter amount owed			29
	30 Overpayment. If line 28 is larger than line 27, enter overpayment			30

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than partner or limited liability company member) is based on all information of which preparer has any knowledge.	
	Signature of partner or limited liability company member ▶	Date ▶

May the IRS discuss this return with the preparer shown below?
See instr. ☒ **Yes** ☐ **No**

Paid Preparer Use Only	Print/Type preparer's name JENNIFER A. BARNES	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00736171
	Firm's name ▶ PEASE & ASSOCIATES, LLC	Firm's EIN ▶ 36-4267431			
	Firm's address ▶ 1422 EUCLID AVE., SUITE 400 CLEVELAND, OH 44115	Phone no. 216-348-9600			

**Application for Automatic Extension of Time To File Certain
Business Income Tax, Information, and Other Returns**
► **File a separate application for each return.**
► **Go to www.irs.gov/Form7004 for instructions and the latest information.**

OMB No. 1545-0233

Print or Type	Name	Identifying number
	BIO365, LLC	81-2353850
	Number, street, and room or suite no. (If P.O. box, see instructions.)	
	122 CALISTOGA ROAD, SUITE 613	
	City, town, state, and ZIP code (If a foreign address, enter city, province or state, and country (follow the country's practice for entering postal code).)	
	SANTA ROSA, CA 95409	

Note: File request for extension by the due date of the return. See instructions before completing this form.

Part I Automatic Extension for Certain Business Income Tax, Information, and Other Returns. See instructions.

1 Enter the form code for the return listed below that this application is for 09

Application Is For:	Form Code	Application Is For:	Form Code
Form 706-GS(D)	01	Form 1120-ND (section 4951 taxes)	20
Form 706-GS(T)	02	Form 1120-PC	21
Form 1041 (bankruptcy estate only)	03	Form 1120-POL	22
Form 1041 (estate other than a bankruptcy estate)	04	Form 1120-REIT	23
Form 1041 (trust)	05	Form 1120-RIC	24
Form 1041-N	06	Form 1120S	25
Form 1041-QFT	07	Form 1120-SF	26
Form 1042	08	Form 3520-A	27
Form 1065	09	Form 8612	28
Form 1066	11	Form 8613	29
Form 1120	12	Form 8725	30
Form 1120-C	34	Form 8804	31
Form 1120-F	15	Form 8831	32
Form 1120-FSC	16	Form 8876	33
Form 1120-H	17	Form 8924	35
Form 1120-L	18	Form 8928	36
Form 1120-ND	19		

Part II All Filers Must Complete This Part

- 2** If the organization is a foreign corporation that does not have an office or place of business in the United States, check here ☐
- 3** If the organization is a corporation and is the common parent of a group that intends to file a consolidated return, check here ☐
If checked, attach a statement listing the name, address, and employer identification number (EIN) for each member covered by this application.
- 4** If the organization is a corporation or partnership that qualifies under Regulations section 1.6081-5, check here ☐
- 5a** The application is for calendar year 2021, or tax year beginning _____, and ending _____
- b Short tax year.** If this tax year is less than 12 months, check the reason: ☐ Initial return ☐ Final return
☐ Change in accounting period ☐ Consolidated return to be filed ☐ Other (See instructions - attach explanation.)

6 Tentative total tax	6	0.
7 Total payments and credits. See instructions	7	
8 Balance due. Subtract line 7 from line 6. See instructions	8	

LHA For Privacy Act and Paperwork Reduction Act Notice, see separate instructions.

Form **7004** (Rev. 12-2018)

DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE CENTER
OGDEN, UT 84201-0045

Schedule B Other Information

1 What type of entity is filing this return? Check the applicable box:	Yes	No
a <input type="checkbox"/> Domestic general partnership		
c <input checked="" type="checkbox"/> Domestic limited liability company		
e <input type="checkbox"/> Foreign partnership		
b <input type="checkbox"/> Domestic limited partnership		
d <input type="checkbox"/> Domestic limited liability partnership		
f <input type="checkbox"/> Other ▶		
2 At the end of the tax year:		
a Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization, or any foreign government own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership	X	
b Did any individual or estate own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership	X	
3 At the end of the tax year, did the partnership:		
a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (iv) below		X
(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation
b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below		X
(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity
(iv) Country of Organization	(v) Maximum Percentage Owned in Profit, Loss, or Capital	
4 Does the partnership satisfy all four of the following conditions?	Yes	No
a The partnership's total receipts for the tax year were less than \$250,000.		
b The partnership's total assets at the end of the tax year were less than \$ 1 million.		
c Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return.		
d The partnership is not filing and is not required to file Schedule M-3		X
If "Yes," the partnership is not required to complete Schedules L, M-1, and M-2; item F on page 1 of Form 1065; or item L on Schedule K-1.		
5 Is this partnership a publicly traded partnership, as defined in section 469(k)(2)?		X
6 During the tax year, did the partnership have any debt that was canceled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt?		X
7 Has this partnership filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction?		X
8 At any time during calendar year 2021, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶		X
9 At any time during the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," the partnership may have to file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts. See instructions		X
10 a Is the partnership making, or had it previously made (and not revoked), a section 754 election? See instructions for details regarding a section 754 election.		X
b Did the partnership make for this tax year an optional basis adjustment under section 743(b) or 734(b)? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions		X

Schedule B Other Information (continued)

	Yes	No
c Is the partnership required to adjust the basis of partnership assets under section 743(b) or 734(b) because of a substantial built-in loss (as defined under section 743(d)) or substantial basis reduction (as defined under section 734(d))? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions		X
11 Check this box if, during the current or prior tax year, the partnership distributed any property received in a like-kind exchange or contributed such property to another entity (other than disregarded entities wholly owned by the partnership throughout the tax year) <input type="checkbox"/>		
12 At any time during the tax year, did the partnership distribute to any partner a tenancy-in-common or other undivided interest in partnership property?		X
13 If the partnership is required to file Form 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs), enter the number of Forms 8858 attached. See instructions		
14 Does the partnership have any foreign partners? If "Yes," enter the number of Forms 8805, Foreign Partner's Information Statement of Section 1446 Withholding Tax, filed for this partnership 1	X	
15 Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return		
16 a Did you make any payments in 2021 that would require you to file Form(s) 1099? See instructions	X	
b If "Yes," did you or will you file required Form(s) 1099?	X	
17 Enter the number of Forms 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations, attached to this return		
18 Enter the number of partners that are foreign governments under section 892		
19 During the partnership's tax year, did the partnership make any payments that would require it to file Form 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474)?		X
20 Was the partnership a specified domestic entity required to file Form 8938 for the tax year? See the Instructions for Form 8938...		X
21 Is the partnership a section 721(c) partnership, as defined in Regulations section 1.721(c)-1(b)(14)?		X
22 During the tax year, did the partnership pay or accrue any interest or royalty for which one or more partners are not allowed a deduction under section 267A? See instructions If "Yes," enter the total amount of the disallowed deductions \$		X
23 Did the partnership have an election under section 163(j) for any real property trade or business or any farming business in effect during the tax year? See instructions		X
24 Does the partnership satisfy one or more of the following? See instructions a The partnership owns a pass-through entity with current, or prior year carryover, excess business interest expense. b The partnership's aggregate average annual gross receipts (determined under section 448(c)) for the 3 tax years preceding the current tax year are more than \$26 million and the partnership has business interest. c The partnership is a tax shelter (see instructions) and the partnership has business interest expense. If "Yes" to any, complete and attach Form 8990.		X
25 Is the partnership attaching Form 8996 to certify as a Qualified Opportunity Fund? If "Yes," enter the amount from Form 8996, line 15 \$		X
26 Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in the partnership or of receiving a distribution from the partnership Complete Schedule K-3 (Form 1065), Part XIII, for each foreign partner subject to section 864(c)(8) on a transfer or distribution.		
27 At any time during the tax year, were there any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8?		X
28 Since December 22, 2017, did a foreign corporation directly or indirectly acquire substantially all of the properties constituting a trade or business of your partnership, and was the ownership percentage (by vote or value) for purposes of section 7874 greater than 50% (for example, the partners held more than 50% of the stock of the foreign corporation)? If "Yes," list the ownership percentage by vote and by value. See instructions. Percentage: By Vote By Value		X
29 Is the partnership electing out of the centralized partnership audit regime under section 6221(b)? See instructions If "Yes," the partnership must complete Schedule B-2 (Form 1065). Enter the total from Schedule B-2, Part III, line 3 If "No," complete Designation of Partnership Representative below.		X

Designation of Partnership Representative (see instructions)

Enter below the information for the partnership representative (PR) for the tax year covered by this return.

Name of PR **▶ MICHAEL S. KLEIN TRUST DTD MICHAEL &**U.S. address of PR **▶ 7491 NORTH FEDERAL HIGHWAY #C-524
BOCA RATON, FL 33487**U.S. phone number of PR **▶ 707-484-8912**If the PR is an entity, name of the designated individual for the PR **▶**U.S. address of designated individual **▶**U.S. phone number of designated individual **▶**

Schedule K Partners' Distributive Share Items		Total amount	
Income (Loss)	1 Ordinary business income (loss) (page 1, line 22)	1	-5,407,060.
	2 Net rental real estate income (loss) (attach Form 8825)	2	
	3a Other gross rental income (loss)	3a	
	b Expenses from other rental activities (attach statement)	3b	
	c Other net rental income (loss). Subtract line 3b from line 3a	3c	
	4 Guaranteed payments: a Services 4a b Capital 4b	4c	
	c Total. Add lines 4a and 4b	4c	
	5 Interest income SEE STATEMENT 3	5	1.
	6 Dividends and dividend equivalents: a Ordinary dividends b Qualified dividends 6b c Dividend equivalents 6c	6a	
	7 Royalties	7	
	8 Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8	
Income (Loss)	9a Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a	
	b Collectibles (28%) gain (loss) 9b		
	c Unrecaptured section 1250 gain (attach statement) 9c		
10 Net section 1231 gain (loss) (attach Form 4797)	10		
11 Other income (loss) (see instructions) Type	11		
Deductions	12 Section 179 deduction (attach Form 4562)	12	
	13a Contributions SEE STATEMENT 4	13a	1,066.
	b Investment interest expense	13b	
	c Section 59(e)(2) expenditures: (1) Type (2) Amount 13c(2)		
d Other deductions (see instructions) Type SEE STATEMENT 5	13d	1.	
Self-Employment	14a Net earnings (loss) from self-employment	14a	0.
	b Gross farming or fishing income	14b	
	c Gross nonfarm income	14c	
Credits	15a Low-income housing credit (section 42(j)(5))	15a	
	b Low-income housing credit (other)	15b	
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468, if applicable)	15c	
	d Other rental real estate credits (see instructions) Type	15d	
	e Other rental credits (see instructions) Type	15e	
	f Other credits (see instructions) Type	15f	
International Transactions	16 Attach Schedule K-2 (Form 1065), Partners' Distributive Share Items-International, and check this box to indicate that you are reporting items of international tax relevance <input checked="" type="checkbox"/> X		
Alternative Minimum Tax (AMT) Items	17a Post-1986 depreciation adjustment	17a	
	b Adjusted gain or loss	17b	
	c Depletion (other than oil and gas)	17c	
	d Oil, gas, and geothermal properties - gross income	17d	
	e Oil, gas, and geothermal properties - deductions	17e	
	f Other AMT items (attach statement)	17f	
Other Information	18a Tax-exempt interest income	18a	
	b Other tax-exempt income	18b	
	c Nondeductible expenses SEE STATEMENT 6	18c	14,976.
	19a Distributions of cash and marketable securities	19a	
	b Distributions of other property	19b	
	20a Investment income	20a	1.
	b Investment expenses	20b	
	c Other items and amounts (attach statement) STMT 7		
21 Total foreign taxes paid or accrued	21		

Analysis of Net Income (Loss)

1 Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13d, and 21						1	-5,408,126.
2 Analysis by partner type:	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt Organization	(vi) Nominee/Other	
a General partners							
b Limited partners			-5,408,126.	1.			-1.

Schedule L Balance Sheets per Books

Assets	Beginning of tax year		End of tax year	
	(a)	(b)	(c)	(d)
1 Cash		271,860.		1,585,391.
2a Trade notes and accounts receivable	82,636.		583,878.	
b Less allowance for bad debts		82,636.		583,878.
3 Inventories		753,693.		1,458,402.
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)	STATEMENT 8	9,850.		58,478.
7a Loans to partners (or persons related to partners)				
b Mortgage and real estate loans				
8 Other investments (attach statement)				
9a Buildings and other depreciable assets	2,877,964.		5,264,442.	
b Less accumulated depreciation	766,305.	2,111,659.	1,323,971.	3,940,471.
10a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
12a Intangible assets (amortizable only)	7,510,821.		7,510,821.	
b Less accumulated amortization	1,169,350.	6,341,471.	1,871,947.	5,638,874.
13 Other assets (attach statement)	STATEMENT 9	15,508.		80,508.
14 Total assets		9,586,677.		13,346,002.
Liabilities and Capital				
15 Accounts payable		954,741.		2,202,184.
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)	STATEMENT 10	168,615.		406,783.
18 All nonrecourse loans				
19a Loans from partners (or persons related to partners)		250,000.		250,000.
b Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach statement)	STATEMENT 11	631,263.		913,950.
21 Partners' capital accounts		7,582,058.		9,573,085.
22 Total liabilities and capital		9,586,677.		13,346,002.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

Note: The partnership may be required to file Schedule M-3. See instructions.

1 Net income (loss) per books	-4,583,960.	6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize): STMT 12	746,201.	a Tax-exempt interest \$ STMT 14	1,570.
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 21, not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 21 (itemize): STMT 13	294,490.	a Depreciation \$ STMT 15	1,841,952.
a Depreciation \$		STMT 15	36,311.
b Travel and entertainment \$	14,976.	8 Add lines 6 and 7	1,878,263.
5 Add lines 1 through 4	-3,528,293.	9 Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5	1,879,833.
			-5,408,126.

Schedule M-2 Analysis of Partners' Capital Accounts

1 Balance at beginning of year	-225,183.	6 Distributions: a Cash	
2 Capital contributed: a Cash	6,574,987.	b Property	
b Property		7 Other decreases (itemize): STMT 16	14,976.
3 Net income (loss) (see instructions)	-5,408,126.	8 Add lines 6 and 7	14,976.
4 Other increases (itemize):		9 Balance at end of year. Subtract line 8 from line 5	926,702.
5 Add lines 1 through 4	941,678.		

**SCHEDULE K-2
(Form 1065)**

Department of the Treasury
Internal Revenue Service

Partners' Distributive Share Items - International

▶ Attach to Form 1065.

▶ Go to www.irs.gov/Form1065 for instructions and the latest information.

651113

OMB No. 1545-0123

2021

Name of partnership
BIO365, LLC

Employer identification number (EIN)
81-2353850

A Is the partnership a withholding foreign partnership?

☐ Yes ☒ No If "Yes," enter your WP-EIN ▶

B Is the partnership (including the home office or any branch) a qualified derivatives dealer?

☐ Yes ☒ No If "Yes," enter your QI-EIN ▶

C Check to indicate the parts of Schedule K-2 that apply.

	Yes	No		Yes	No
1 Does Part I apply? If "Yes," complete and attach Part I	<input type="checkbox"/>	<input checked="" type="checkbox"/>	7 Does Part VII apply? If "Yes," complete and attach Part VII	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2 Does Part II apply? If "Yes," complete and attach Part II	<input checked="" type="checkbox"/>	<input type="checkbox"/>	8 Does Part VIII apply? If "Yes," complete and attach Part VIII	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3 Does Part III apply? If "Yes," complete and attach Part III	<input checked="" type="checkbox"/>	<input type="checkbox"/>	9 Does Part IX apply? If "Yes," complete and attach Part IX	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4 Does Part IV apply? If "Yes," complete and attach Part IV	<input type="checkbox"/>	<input checked="" type="checkbox"/>	10 Does Part X apply? If "Yes," complete and attach Part X	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5 Does Part V apply? If "Yes," complete and attach Part V	<input type="checkbox"/>	<input checked="" type="checkbox"/>	11 Does Part XI apply? If "Yes," complete and attach Part XI	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6 Does Part VI apply? If "Yes," complete and attach Part VI	<input type="checkbox"/>	<input checked="" type="checkbox"/>	12 Does Part XII apply? If "Yes," complete and attach Part XII	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Part I Partnership's Other Current Year International Information

Check box(es) for additional specified attachments. See instructions.

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> 1. Gain on personal property sale | <input type="checkbox"/> 4. Foreign tax translation | <input type="checkbox"/> 7. Form 8858 information | <input type="checkbox"/> 10. Partner loan transactions |
| <input type="checkbox"/> 2. Foreign oil and gas taxes | <input type="checkbox"/> 5. High-taxed income | <input type="checkbox"/> 8. Form 5471 information | <input type="checkbox"/> 11. Dual consolidated loss |
| <input type="checkbox"/> 3. Splitter arrangements | <input type="checkbox"/> 6. Section 267A disallowed deduction | <input type="checkbox"/> 9. Other forms | <input type="checkbox"/> 12. Other international items
(attach description and statement) |

Part II Foreign Tax Credit Limitation

Section 1 - Gross Income

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code)		
1 Sales							
A US	7,025,647.	0.	0.	0.	0.	0.	7,025,647.
B							
C							
2 Gross income from performance of services							
A							
B							
C							
3 Gross rental real estate income							
A							
B							
C							
4 Other gross rental income							
A							
B							
C							


For Paperwork Reduction Act Notice, see the Instructions for Form 1065.

Schedule K-2 (Form 1065) 2021

Name of partnership
BIO365, LLCEIN
81-2353850**Part II Foreign Tax Credit Limitation** (continued)**Section 1 - Gross Income** (continued)

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code)		
5 Guaranteed payments							
6 Interest income							
A							
B							
C							
7 Ordinary dividends (exclude amount on line 8)							
A							
B							
C							
8 Qualified dividends							
A							
B							
C							
9 Reserved for future use							
10 Royalties and license fees							
A							
B							
C							
11 Net short-term capital gain							
A							
B							
C							
12 Net long-term capital gain							
A							
B							
C							
13 Collectibles (28%) gain							
A							
B							
C							
14 Unrecaptured section 1250 gain							
A							
B							
C							

Name of partnership
BIO365, LLCEIN
81-2353850**Part II Foreign Tax Credit Limitation** (continued)**Section 1 - Gross Income** (continued)

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code)		
15 Net section 1231 gain							
A							
B							
C							
16 Section 986(c) gain							
17 Section 987 gain							
18 Section 988 gain							
19 Section 951(a) inclusions							
A							
B							
C							
20 Other income (see instructions)							
A							
B							
C							
21 Reserved for future use							
A							
B							
C							
22 Reserved for future use							
A							
B							
C							
23 Reserved for future use							
A							
B							
C							
24 Total gross income (combine lines 1 through 23) 	7,025,647.						7,025,647.
A US	7,025,647.	0.	0.	0.	0.	0.	7,025,647.
B							
C							

Name of partnership
BIO365, LLCEIN
81-2353850**Part II Foreign Tax Credit Limitation** (continued)**Section 2 - Deductions**

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code)		
25 Expenses allocable to sales income ...	12,369,845.						12,369,845.
26 Expenses allocable to gross income from performances of services							
27 Net short-term capital loss							
28 Net long-term capital loss							
29 Collectibles loss							
30 Net section 1231 loss							
31 Other losses							
32 Research & experimental (R&E) expenses							
A SIC code							
B SIC code							
C SIC code							
33 Allocable rental expenses - depreciation, depletion, and amortization							
34 Allocable rental expenses - other than depreciation, depletion, and amortization							
35 Allocable royalty and licensing expenses - depreciation, depletion, and amortization							
36 Allocable royalty and licensing expenses - other than depreciation, depletion, and amortization							
37 Depreciation not included on line 33 or 35							
38 Charitable contributions	1,066.						1,066.
39 Interest expense specifically allocable under Regulations section 1.861-10(e)							
40 Other interest expense specifically allocable under Regulations section 1.861-10T							
41 Other interest expense - business						62,862.	62,862.
42 Other interest expense - investment ...							
43 Other interest expense - passive activity							
44 Section 59(e)(2) expenditures, excluding R&E expenses on line 32							
45 Foreign taxes not creditable but deductible							

Name of partnership
BIO365, LLCEIN
81-2353850**Part II Foreign Tax Credit Limitation (continued)****Section 2 - Deductions (continued)**

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code)		
46 Section 986(c) loss							
47 Section 987 loss							
48 Section 988 loss							
49 Other allocable deductions (see instructions)							
50 Other apportioned share of deductions (see instructions)							
51 Reserved for future use							
52 Reserved for future use							
53 Reserved for future use							
54 Total deductions (combine lines 25 through 53) ▶	12,370,911.					62,862.	12,433,773.
55 Net income (loss) (subtract line 54 from line 24) ▶	-5,345,264.					-62,862.	-5,408,126.

Part III Other Information for Preparation of Form 1116 or 1118**Section 1 - R&E Expenses Apportionment Factors**

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code _____) (country code _____)		
1 Gross receipts by SIC code							
A SIC code							
B SIC code							
C SIC code							
E SIC code							
E SIC code							
F SIC code							
2 Exclusive apportionment with respect to total R&E expenses entered on Part II, line 32. Enter the following.							
A R&E expense with respect to activity performed in the United States							
(i) SIC code						2A(i)	
(ii) SIC code						2A(ii)	
(iii) SIC code						2A(iii)	
B R&E expense with respect to activity performed outside the United States							
(i) SIC code						2B(i)	
(ii) SIC code						2B(ii)	
(iii) SIC code						2B(iii)	

Name of partnership
BIO365, LLCEIN
81-2353850**Part III Other Information for Preparation of Form 1116 or 1118** (continued)**Section 2 - Interest Expense Apportionment Factors**

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code _____) (country code _____)		
1 Total average value of assets	11,466,340.						11,466,340.
2 Sections 734(b) and 743(b) adjustment to assets - average value							
3 Assets attracting directly allocable interest expense under Regulations section 1.861-10(e)							
4 Other assets attracting directly allocable interest expense under Regulations section 1.861-10T							
5 Assets excluded from apportionment formula							
6a Total assets used for apportionment (subtract the sum of lines 3, 4, and 5 from the sum of lines 1 and 2)	11,466,340.						11,466,340.
b Assets attracting business interest expense	11,466,340.						11,466,340.
c Assets attracting investment interest expense							
d Assets attracting passive activity interest expense							
7 Basis in stock of 10%-owned noncontrolled foreign corporations (see attachment)							
8 Basis in stock of CFCs (see attachment)							

Section 3 - Foreign-Derived Intangible Income (FDII) Deduction Apportionment Factors

Description	(a) U.S. source	Foreign Source			(e) Sourced by partner	(f) Total
		(b) Passive category income	(c) General category income	(d) Other (category code _____) (country code _____)		
1 Foreign-derived gross receipts						
2 Cost of goods sold						
3 Partnership deductions allocable to foreign-derived gross receipts						
4 Other partnership deductions apportioned to foreign-derived gross receipts						

Name of partnership

EIN

81-2353850

Part III Other Information for Preparation of Form 1116 or 1118 (continued)**Section 4 - Foreign Taxes**

Description	(a) Type of tax	(b) Section 951A category income		(c) Foreign branch category income		
		U.S.	Foreign	U.S.	Foreign	Partner
1 Direct (section 901 or 903) foreign taxes: <input type="checkbox"/> Paid <input type="checkbox"/> Accrued						
A						
B						
C						
D						
E						
F						
2 Reduction of taxes (total)						
A Taxes on foreign mineral income						
B Reserved for future use						
C International boycott provisions						
D Failure-to-file penalties						
E Taxes with respect to splitter arrangements						
F Taxes on foreign corporate distributions						
G Other						
3 Foreign tax redeterminations						
A						
Related tax year ►						
Date tax paid ►						
B						
Related tax year ►						
Date tax paid ►						
C						
Related tax year ►						
Date tax paid ►						
4 Reserved for future use						
5 Reserved for future use						
6 Reserved for future use						

Schedule K-2 (Form 1065) 2021

Name of partnership

EIN

81-2353850

Part III Other Information for Preparation of Form 1116 or 1118 (continued)**Section 4 - Foreign Taxes** (continued)

	(d) Passive category income			(e) General category income			(f) Other (category code)	(g) Total
	U.S.	Foreign	Partner	U.S.	Foreign	Partner		
1								
A								
B								
C								
D								
E								
F								
2								
A								
B								
C								
D								
E								
F								
G								
3								
A								
B								
C								
4								
5								
6								

Section 5 - Other Tax Information

Description	(a) U.S. source	Foreign Source					(g) Sourced by partner	(h) Total
		(b) Section 951A category income	(c) Foreign branch category income	(d) Passive category income	(e) General category income	(f) Other (category code _____) (country code _____)		
1 Section 743(b) positive income adjustment								
2 Section 743(b) negative income adjustment								
3 Reserved for future use								
4 Reserved for future use								

Cost of Goods Sold

▶ **Attach to Form 1120, 1120-C, 1120-F, 1120S, or 1065.**
▶ **Go to www.irs.gov/Form1125A for the latest information.**

OMB No. 1545-0123

Name BIO365, LLC		Employer identification number 81-2353850
1	Inventory at beginning of year	1 838,952.
2	Purchases	2 3,799,833.
3	Cost of labor	3 523,254.
4	Additional section 263A costs (attach schedule)	4
5	Other costs (attach schedule) SEE STATEMENT 18	5 2,033,548.
6	Total. Add lines 1 through 5	6 7,195,587.
7	Inventory at end of year	7 1,458,402.
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return. See instructions	8 5,737,185.

9 a Check all methods used for valuing closing inventory:

(i) ☒ Cost

(ii) ☐ Lower of cost or market

(iii) ☐ Other (Specify method used and attach explanation) ▶

b Check if there was a writedown of subnormal goods ▶ ☐

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ▶ ☐

d If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO **9d**

e If property is produced or acquired for resale, do the rules of Section 263A apply to the entity? See instructions ☐ Yes ☒ No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ☐ Yes ☒ No
If "Yes," attach explanation.

For Paperwork Reduction Act Notice, see separate instructions.

Form **1125-A** (Rev. 11-2018)

**SCHEDULE B-1
(Form 1065)**(Rev. August 2019)
Department of the Treasury
Internal Revenue Service**Information on Partners Owning 50% or
More of the Partnership**

▶ Attach to Form 1065.

▶ Go to www.irs.gov/Form1065 for the latest information.

OMB No. 1545-0123

Name of partnership

Employer identification number

BIO365, LLC

81-2353850

Part I Entities Owning 50% or More of the Partnership (Form 1065, Schedule B, Question 2a (Question 3a for 2009 through 2017))

Complete columns (i) through (v) below for any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, tax-exempt organization, or any foreign government that owns, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership (see instructions).

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Maximum Percentage Owned in Profit, Loss, or Capital
SAM W. KLEIN TRUST MICHAEL KLEIN, TRUSTEE	54-6937818	TRUST	UNITED STATES	50.30
KLEIN TEXAS FAMILY PARTNERSHIP	36-4517332	LLC	UNITED STATES	50.30

Part II Individuals or Estates Owning 50% or More of the Partnership (Form 1065, Schedule B, Question 2b (Question 3b for 2009 through 2017))

Complete columns (i) through (iv) below for any individual or estate that owns, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership (see instructions).

(i) Name of Individual or Estate	(ii) Identifying Number (if any)	(iii) Country of Citizenship (see instructions)	(iv) Maximum Percentage Owned in Profit, Loss, or Capital
MICHAEL S. KLEIN TRUST DTD MICHAEL & JACQ	269-50-5328	UNITED STATES	50.30

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 1065.

Schedule B-1 (Form 1065) (Rev. 8-2019)

SCHEDULE M-3
(Form 1065)

 (Rev. December 2021)
 Department of the Treasury
 Internal Revenue Service

Net Income (Loss) Reconciliation for Certain Partnerships

▶ Attach to Form 1065.
▶ Go to www.irs.gov/Form1065 for instructions and the latest information.

OMB No. 1545-0123

Name of partnership

BIO365, LLC

Employer identification number

81-2353850
This Schedule M-3 is being filed because (check all that apply):

- A** ☒ The amount of the partnership's total assets at the end of the tax year is equal to \$10 million or more.
- B** ☒ The amount of the partnership's adjusted total assets for the tax year is equal to \$10 million or more. If box B is checked, enter the amount of adjusted total assets for the tax year **18,769,104.**
- C** ☐ The amount of total receipts for the tax year is equal to \$35 million or more. If box C is checked, enter the total receipts for the tax year _____.
- D** ☐ An entity that is a reportable entity partner with respect to the partnership owns or is deemed to own an interest of 50% or more in the partnership's capital, profit, or loss on any day during the tax year of the partnership.

Name of Reportable Entity Partner	Identifying Number	Maximum Percentage Owned or Deemed Owned

E ☐ Voluntary filer.

Part I Financial Information and Net Income (Loss) Reconciliation
1a Did the partnership file SEC Form 10-K for its income statement period ending with or within this tax year?

- ☐ **Yes.** Skip lines 1b and 1c and complete lines 2 through 11 with respect to that SEC Form 10-K.
- ☒ **No.** Go to line 1b. See instructions if multiple non-tax-basis income statements are prepared.

b Did the partnership prepare a certified audited non-tax-basis income statement for that period?

- ☐ **Yes.** Skip line 1c and complete lines 2 through 11 with respect to that income statement.
- ☒ **No.** Go to line 1c.

c Did the partnership prepare a non-tax-basis income statement for that period?

- ☐ **Yes.** Complete lines 2 through 11 with respect to that income statement.
- ☒ **No.** Skip lines 2 through 3b and enter the partnership's net income (loss) per its books and records on line 4a.

2 Enter the income statement period: Beginning _____ Ending _____

3a Has the partnership's income statement been restated for the income statement period on line 2?

- ☐ **Yes.** (If "Yes," attach a statement and the amount of each item restated.)
- ☐ **No.**

b Has the partnership's income statement been restated for any of the 5 income statement periods immediately preceding the period on line 2?

- ☐ **Yes.** (If "Yes," attach a statement and the amount of each item restated.)
- ☐ **No.**

4a Worldwide consolidated net income (loss) from income statement source identified on Part I, line 1	4a	-4,583,960.
b Indicate accounting standard used for line 4a. See instructions.		
1 <input type="checkbox"/> GAAP 2 <input type="checkbox"/> IFRS 3 <input type="checkbox"/> Section 704(b)		
4 <input type="checkbox"/> Tax-basis 5 <input type="checkbox"/> Other (specify) ▶ _____		
5a Net income from nonincludible foreign entities (attach statement)	5a	()
b Net loss from nonincludible foreign entities (attach statement and enter as a positive amount)	5b	
6a Net income from nonincludible U.S. entities (attach statement)	6a	()
b Net loss from nonincludible U.S. entities (attach statement and enter as a positive amount)	6b	
7a Net income (loss) of other foreign disregarded entities (attach statement)	7a	
b Net income (loss) of other U.S. disregarded entities (attach statement)	7b	
8 Adjustment to eliminations of transactions between includible entities and nonincludible entities (attach stmt.)	8	
9 Adjustment to reconcile income statement period to tax year (attach statement)	9	
10 Other adjustments to reconcile to amount on line 11 (attach statement)	10	
11 Net income (loss) per income statement of the partnership. Combine lines 4a through 10	11	-4,583,960.

Note: Part I, line 11, must equal Part II, line 26, column (a); or Form 1065, Schedule M-1, line 1. See instructions.

12 Enter the total amount (not just the partnership's share) of the assets and liabilities of all entities included or removed on the following lines.

	Total Assets	Total Liabilities
a Included on Part I, line 4	13,346,002.	3,772,917.
b Removed on Part I, line 5		
c Removed on Part I, line 6		
d Included on Part I, line 7		

For Paperwork Reduction Act Notice, see the instructions for your return.
Schedule M-3 (Form 1065) (Rev. 12-2021)

110991 01-04-22 LHA

Case: 23-10180 Doc# 8 Filed: 04/12/23 Entered: 04/12/23 16:20:26 Page 20 of 38

16410708 132838 14017BL.0000 2021.04000 BIO365, LLC

14017BL1

Depreciation and Amortization
(Including Information on Listed Property) OTHER

OMB No. 1545-0172

2021

Attachment
Sequence No. **179**

▶ Attach to your tax return.

▶ Go to www.irs.gov/Form4562 for instructions and the latest information.

BIO365, LLC

Business or activity to which this form relates

Identifying number

81-2353850

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1
2	Total cost of section 179 property placed in service (see instructions)	2
3	Threshold cost of section 179 property before reduction in limitation	3
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5
6	(a) Description of property	(b) Cost (business use only)
7	Listed property. Enter the amount from line 29	7
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8
9	Tentative deduction. Enter the smaller of line 5 or line 8	9
10	Carryover of disallowed deduction from line 13 of your 2020 Form 4562	10
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12
13	Carryover of disallowed deduction to 2022. Add lines 9 and 10, less line 12	13

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14
15	Property subject to section 168(f)(1) election	15
16	Other depreciation (including ACRS)	16

Part III MACRS Depreciation (Don't include listed property. See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2021	17
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	

Section B - Assets Placed in Service During 2021 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		27.5 yrs.	MM	S/L	
	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2021 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 30-year	/		30 yrs.	MM	S/L	
d 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23

Part V Listed Property (Include automobiles, certain other vehicles, certain aircraft, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)**

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No		24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No						
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use							25	
26 Property used more than 50% in a qualified business use:								
	:	:	%					
	:	:	%					
	:	:	%					
27 Property used 50% or less in a qualified business use:								
	:	:	%			S/L -		
	:	:	%			S/L -		
	:	:	%			S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (don't include commuting miles)	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who aren't more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," don't complete Section B for the covered vehicles.		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2021 tax year:					
	:	:			
	:	:			
43 Amortization of costs that began before your 2021 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44

Depreciation and Amortization
 (Including Information on Listed Property) OTHER

OMB No. 1545-0172

2021
 Attachment
 Sequence No. **179**

▶ Attach to your tax return.

▶ Go to www.irs.gov/Form4562 for instructions and the latest information.

BIO365, LLC

Business or activity to which this form relates

Identifying number

81-2353850

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	1,050,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,620,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2020 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12	
13	Carryover of disallowed deduction to 2022. Add lines 9 and 10, less line 12	13	

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	2,392,190.
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Don't include listed property. See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2021	17	9,306.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2021 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2021 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 30-year	/		30 yrs.	MM	S/L	
d 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	2,401,496.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain aircraft, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)****24a** Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** **24b** If "Yes," is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
--	-------------------------------------	--	-------------------------------	--	---------------------------	------------------------------	----------------------------------	---------------------------------------

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use **25****26** Property used more than 50% in a qualified business use:

	:	:	%					
	:	:	%					
	:	:	%					

27 Property used 50% or less in a qualified business use:

	:	:	%			S/L -		
	:	:	%			S/L -		
	:	:	%			S/L -		

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 **28****29** Add amounts in column (i), line 26. Enter here and on line 7, page 1 **29****Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
30 Total business/investment miles driven during the year (don't include commuting miles)						
31 Total commuting miles driven during the year ...						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who aren't more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," don't complete Section B for the covered vehicles.**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
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42 Amortization of costs that begins during your 2021 tax year:

	:	:			
	:	:			

43 Amortization of costs that began before your 2021 tax year **43** 500,255.**44** **Total.** Add amounts in column (f). See the instructions for where to report **44** 500,255.

Identifying number

81-2353850

- 1a

- 1b

- 1c

Part I	Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year (see instructions)
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2	(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)

- 3

- 4

- 5

- 6

- 7

Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you didn't have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below.

- 8

- 9

Part II Ordinary Gains and Losses (see instructions)

- 10** Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less):

- 11

- 12

- 13

- 14

- 15

- 16

- 17

-

- 18a

- 18b

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255 (see instructions)

19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property:	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)
A TRAILERS	070118	123121
B		
C		
D		

These columns relate to the properties on lines 19A through 19D.		Property A	Property B	Property C	Property D
20 Gross sales price (Note: See line 1a before completing.)	20	0.			
21 Cost or other basis plus expense of sale	21	5,707.			
22 Depreciation (or depletion) allowed or allowable	22	5,707.			
23 Adjusted basis. Subtract line 22 from line 21	23	0.			
24 Total gain. Subtract line 23 from line 20	24	0.			
25 If section 1245 property:					
a Depreciation allowed or allowable from line 22	25a	5,707.			
b Enter the smaller of line 24 or 25a	25b				
26 If section 1250 property: If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291.					
a Additional depreciation after 1975	26a				
b Applicable percentage multiplied by the smaller of line 24 or line 26a	26b				
c Subtract line 26a from line 24. If residential rental property or line 24 isn't more than line 26a, skip lines 26d and 26e	26c				
d Additional depreciation after 1969 and before 1976	26d				
e Enter the smaller of line 26c or 26d	26e				
f Section 291 amount (corporations only)	26f				
g Add lines 26b, 26e, and 26f	26g				
27 If section 1252 property: Skip this section if you didn't dispose of farmland or if this form is being completed for a partnership.					
a Soil, water, and land clearing expenses	27a				
b Line 27a multiplied by applicable percentage	27b				
c Enter the smaller of line 24 or 27b	27c				
28 If section 1254 property:					
a Intangible drilling and development costs, expenditures for development of mines and other natural deposits, mining exploration costs, and depletion	28a				
b Enter the smaller of line 24 or 28a	28b				
29 If section 1255 property:					
a Applicable percentage of payments excluded from income under section 126	29a				
b Enter the smaller of line 24 or 29a	29b				

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

30 Total gains for all properties. Add property columns A through D, line 24	30	
31 Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b. Enter here and on line 13	31	
32 Subtract line 31 from line 30. Enter the portion from casualty or theft on Form 4684, line 33. Enter the portion from other than casualty or theft on Form 4797, line 6	32	

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less (see instructions)

	(a) Section 179	(b) Section 280F(b)(2)
33 Section 179 expense deduction or depreciation allowable in prior years	33	
34 Recomputed depreciation. See instructions	34	
35 Recapture amount. Subtract line 34 from line 33. See the instructions for where to report	35	

FORM 1065	TAX EXPENSE	STATEMENT	1
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DESCRIPTION	AMOUNT
PAYROLL TAXES	153,145.
PERMIT & LICENSE FEE	390.
REAL ESTATE TAX	95,280.
TAXES - OTHER	10,560.
TOTAL TO FORM 1065, LINE 14	259,375.

FORM 1065	OTHER DEDUCTIONS	STATEMENT	2
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DESCRIPTION	AMOUNT
ADVERTISING	77,077.
AMORTIZATION EXPENSE	500,255.
AUTOMOBILE EXPENSE	120,437.
BANK CHARGES	11,075.
COMPUTER	110.
CONTRACT LABOR	150,832.
DUES & SUBSCRIPTIONS	17,984.
EQUIPMENT RENTAL	3,407.
INSURANCE	48,729.
MEALS	14,976.
MISCELLANEOUS EXPENSE	72,513.
OFFICE EXPENSE	142,479.
PROFESSIONAL FEES	206,304.
RESEARCH	17,126.
SECURITY	4,267.
SUPPLIES	179,280.
TRADE SHOWS	12,831.
TRAVEL	287,584.
UTILITIES	125,526.
TOTAL TO FORM 1065, LINE 20	1,992,792.

SCHEDULE K	INTEREST INCOME	STATEMENT	3
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DESCRIPTION	U.S. BONDS	OTHER
INTEREST INCOME		1.
TOTAL TO SCHEDULE K, LINE 5		1.

SCHEDULE K	CHARITABLE CONTRIBUTIONS	STATEMENT	4
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DESCRIPTION	TYPE	AMOUNT
CONTRIBUTIONS	CASH (60%)	1,066.
TOTALS TO SCHEDULE K, LINE 13A		1,066.

SCHEDULE K	OTHER DEDUCTIONS	STATEMENT	5
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DESCRIPTION	AMOUNT
PAYMENTS FOR PARTNERS TO AN IRA	1.
TOTAL INCLUDED IN SCHEDULE K, LINE 13D	1.

SCHEDULE K	NONDEDUCTIBLE EXPENSE	STATEMENT	6
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DESCRIPTION	AMOUNT
EXCLUDED MEALS AND ENTERTAINMENT EXPENSES	14,976.
TOTAL TO SCHEDULE K, LINE 18C	14,976.

SCHEDULE K	OTHER ITEMS	STATEMENT	7
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DESCRIPTION	AMOUNT
GROSS RECEIPTS FOR SECTION 448(C)	7,025,648.
SECTION 199A - ORDINARY INCOME (LOSS)	-5,407,060.
SECTION 199A W-2 WAGES	1,817,562.
SECTION 199A UNADJUSTED BASIS OF ASSETS	5,264,446.
BUSINESS INTEREST EXPENSE	62,862.

SCHEDULE L	OTHER CURRENT ASSETS	STATEMENT	8
DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR	
PREPAID INSURANCE	3,023.	4,286.	
PREPAID EXPENSES - OTHER	4,800.	39,848.	
UNDEPOSITED FUNDS	2,027.	594.	
OTHER RECEIVABLES	0.	13,750.	
TOTAL TO SCHEDULE L, LINE 6	9,850.	58,478.	

SCHEDULE L	OTHER ASSETS	STATEMENT	9
DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR	
DEPOSITS	15,508.	80,508.	
TOTAL TO SCHEDULE L, LINE 13	15,508.	80,508.	

SCHEDULE L	OTHER CURRENT LIABILITIES	STATEMENT	10
DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR	
CREDIT CARD PAYABLE	8,277.	69,897.	
SALES TAX PAYABLE	1,616.	10,227.	
ACCRUED PAYROLL	153,722.	179,985.	
ACCRUED WORKERS COMPENSATION	5,000.	62,274.	
ACCRUED COMMISSIONS	0.	84,400.	
TOTAL TO SCHEDULE L, LINE 17	168,615.	406,783.	

SCHEDULE L	OTHER LIABILITIES	STATEMENT	11
DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR	
CAPITAL LEASE	194,452.	132,720.	
SBA LOANS	435,500.	781,230.	
CUSTOMER DEPOSITS	1,100.	0.	
OTHER PAYABLE	211.	0.	
TOTAL TO SCHEDULE L, LINE 20	631,263.	913,950.	

SCHEDULE M-1	INCOME NOT RECORDED ON BOOKS THIS YEAR	STATEMENT	12
DESCRIPTION	AMOUNT		
SALES	746,201.		
TOTAL TO SCHEDULE M-1, LINE 2	746,201.		

SCHEDULE M-1	EXPENSES RECORDED ON BOOKS NOT DEDUCTED IN RETURN	STATEMENT	13
DESCRIPTION	AMOUNT		
SALARIES AND WAGES	83,537.		
TAXES - OTHER	8,611.		
AMORTIZATION	202,342.		
TOTAL TO SCHEDULE M-1, LINE 4	294,490.		

SCHEDULE M-1	INCOME RECORDED ON BOOKS NOT INCLUDED ON RETURN	STATEMENT	14
DESCRIPTION	AMOUNT		
GAIN (LOSS) ON DISPOSITION OF ASSETS	1,570.		
TOTAL TO SCHEDULE M-1, LINE 6	1,570.		

SCHEDULE M-1	DEDUCTIONS ON RETURN NOT CHARGED AGAINST BOOKS	STATEMENT	15
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DESCRIPTION	AMOUNT
INSURANCE	1,263.
MISCELLANEOUS EXPENSE	35,048.
TOTAL TO SCHEDULE M-1, LINE 7	36,311.

SCHEDULE M-2	OTHER DECREASES	STATEMENT	16
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DESCRIPTION	AMOUNT
NONDEDUCTIBLE EXPENSES	14,976.
TOTAL TO SCHEDULE M-2, LINE 7	14,976.

SCHEDULES M-2/L	RECONCILIATION OF SCHEDULE M-2 AND SCHEDULE L	STATEMENT	17
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DESCRIPTION	BALANCE AT BEGINNING OF THE YEAR	BALANCE AT END OF YEAR
SCHEDULE M-2 BALANCES	-225,183.	926,702.
CUMULATIVE TIMING DIFFERENCES	7,807,241.	8,646,383.
TOTAL RECONCILED SCHEDULE M-2 BALANCES	7,582,058.	9,573,085.
SCHEDULE L, LINE 21, PARTNERS' CAPITAL ACCOUNTS	7,582,058.	9,573,085.

FORM 1125-A	OTHER COSTS	STATEMENT	18
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DESCRIPTION	AMOUNT
FREIGHT	1,974,187.
OTHER COSTS OF GOODS SOLD	59,361.
TOTAL TO LINE 5	2,033,548.



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Cashflow for the Period Ending
(for management purposes only)

	Actual Feb 2023	Actual Feb YTD 2023
Net Income	(549,423)	(1,080,970)
Operating activities, cash flows provided by or used in:		
Depreciation and amortization	132,717	265,434
Gain/(Loss) on Disposal	-	-
Adjustments to net income	-	-
Decrease (increase) in accounts receivable	(123,593)	(150,349)
Increase (decrease) in liabilities (A/P, taxes payable)	466,403	238,885
Decrease (increase) in inventories	(2,685)	160,464
Increase (decrease) in other operating activities	(10,014)	1,865
Net cash flow from operating activities	(86,594)	(564,671)
Investing activities, cash flows provided by or used in:		
Capital expenditures	(19,559)	2,664
Investments/Deposits	(0)	(0)
Net cash flows from investing activities	(19,559)	2,664
Financing activities, cash flows provided by or used in:		
Sale (repurchase) of stock	-	400,000
Increase (decrease) in debt (Term)	(39,651)	(240,738)
Net cash flows from financing activities	(39,651)	159,262
Effect of exchange rate changes	-	-
Net increase (decrease) in cash and cash equivalents	(145,804)	(402,745)
Beginning Cash Balance	327,260	584,201
Ending Cash Balance	181,456	181,456
<i>Check</i>	-	-



**Balance Sheet as of Period Ending
(for management purposes only)**

	Actual 2022 Feb	Actual 2023 Feb
ASSETS		
Current Assets		
Checking/Savings	1,668,089	181,456
Accounts Receivable	492,492	809,660
Other Receivables	13,750	13,750
Prepaid Expenses	33,300	49,149
<i>Inventory Assets</i>	1,347,192	1,473,820
Undeposited Funds	2,472	11,500
Total Current Assets	3,557,295	2,539,335
Fixed Assets		
Fixed Assets	5,568,964	7,240,480
Accumulated Depreciation	(1,371,835)	(2,091,710)
Total Fixed Assets	4,197,128	5,148,770
Other Assets	5,602,281	5,426,149
TOTAL ASSETS	13,356,704	13,114,254
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable	2,060,365	2,388,151
Credit Cards	66,757	133,762
Other Current Liabilities	342,978	326,469
Total Current Liabilities	2,470,100	2,848,382
Long Term Liabilities	638,327	4,008,396
Total Liabilities	3,108,426	6,856,778
Equity		
Owner's Equity	25,073,589	26,858,589
Retained Earnings	(14,114,058)	(19,520,143)
Net Income	(711,253)	(1,080,970)
Total Equity	10,248,278	6,257,476
TOTAL LIABILITIES & EQUITY	13,356,704	13,114,254
 DSO	 40	 38
Inv Turns	1.37	2.04
DPO	149	116

**UNANIMOUS WRITTEN CONSENT
TO TAKE ACTION IN LIEU OF A MEETING
OF
THE BOARD OF DIRECTORS AND MANAGERS
OF
BIO365 LLC**

Pursuant to California law and Section 3.1(f) of the Second Amended and Restated Operating Agreement of the Company, dated as of July 1, 2019, as amended, the undersigned, being the entire Board of Directors and all the managers (collectively, the “**Board**” or the “**Managers**”) of Bio365 LLC, a California limited liability company (the “**Company**”) hereby agree to and adopt the following resolutions by written consent:

WHEREAS, the Managers of the Company have reviewed the financial records of the Company, have considered the business and financial condition of the Company, and are aware of the assets, liabilities, potential liabilities and liquidity of the Company; and have had the opportunity to consult with the management and advisors of the Company and fully considered all of the strategic alternatives available to the Company; and

WHEREAS, as a result of the Company’s current financial situation, it appears that it may be necessary to file a reorganization of the Company under chapter 11 (the “**Bankruptcy**”) of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Northern District of California or such other bankruptcy court in which venue may be proper (the “**Bankruptcy Court**”);

IT IS THEREFORE, RESOLVED, that the Managers have determined in its judgment that it may be desirable and in the best interests of the Company, its creditors, and other interested parties to commence the Bankruptcy;

RESOLVED, that the Company with the written approval of the Chief Executive Officer, is hereby authorized to retain and employ Robert Marcus of Kander LLC as Chief Restructuring Officer (the “**CRO**”) of the Company.

RESOLVED, that the CRO is hereby authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence the Bankruptcy, and to take any and all further acts and deeds that they deem necessary, proper, and desirable in connection with the Bankruptcy, with a view to the successful administration of such case; and further

RESOLVED, that the CRO is authorized and empowered to, in the name and on behalf of the Company, to negotiate, make, execute and deliver, either jointly or severally, any and all debtor-in-possession documents related to the restructuring, reorganization, or sale of the Company and/or its assets, and any and all amendments, supplements, modifications, extensions, replacements, agreements, documents, and instruments relating to the foregoing, subject to the requisite Bankruptcy Court approval; and further

RESOLVED, that the law firm of Clark Hill PLC (operating in California as Clark Hill LLP), and such other law firms as may be employed by the Company with the written approval of the Chief Executive Officer, is hereby engaged as general bankruptcy counsel for the Company under advanced payment retainer in the Bankruptcy, subject to any requisite Bankruptcy Court approval; and further

RESOLVED, that the Company with the written approval of the Chief Executive Officer, is hereby authorized to retain and employ Kander LLC as financial advisor, under advanced payment retainer in the Bankruptcy, and such other professionals as it deems necessary, proper or desirable during the course of the Bankruptcy, subject to any requisite Bankruptcy Court approval; and further

RESOLVED, that any and all actions taken by the CRO, Chief Executive Officer, or representatives of the Company, for and on behalf of the Company and in the name of the Company, prior to the adoption of these resolutions, including, but not limited to, the preparation and execution of any documents related to the Bankruptcy, are hereby ratified, confirmed, and approved in all respects for all purposes; and further

RESOLVED, that in addition to the specific authorizations herein conferred upon the CRO, the CRO is authorized and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including filing fees, in each case as in the CRO's business judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the foregoing resolutions, subject to any requisite Bankruptcy Court approval.

IN WITNESS WHEREOF, the undersigned Directors and Managers of the Company hereby evidences its written consent to the foregoing resolutions effective as of this 10th day of April 2023.

**BOARD OF DIRECTORS AND MANAGERS OF
BIO365 LLC**

Michael Klein

Jackie Klein

David Shearer

John Gaunt



Sean Meshorer

RESOLVED, that the law firm of Clark Hill PLC (operating in California as Clark Hill LLP), and such other law firms as may be employed by the Company with the written approval of the Chief Executive Officer, is hereby engaged as general bankruptcy counsel for the Company under advanced payment retainer in the Bankruptcy, subject to any requisite Bankruptcy Court approval; and further

RESOLVED, that the Company with the written approval of the Chief Executive Officer, is hereby authorized to retain and employ Kander LLC as financial advisor, under advanced payment retainer in the Bankruptcy, and such other professionals as it deems necessary, proper or desirable during the course of the Bankruptcy, subject to any requisite Bankruptcy Court approval; and further

RESOLVED, that any and all actions taken by the CRO, Chief Executive Officer, or representatives of the Company, for and on behalf of the Company and in the name of the Company, prior to the adoption of these resolutions, including, but not limited to, the preparation and execution of any documents related to the Bankruptcy, are hereby ratified, confirmed, and approved in all respects for all purposes; and further

RESOLVED, that in addition to the specific authorizations herein conferred upon the CRO, the CRO is authorized and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including filing fees, in each case as in the CRO's business judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the foregoing resolutions, subject to any requisite Bankruptcy Court approval.

IN WITNESS WHEREOF, the undersigned Directors and Managers of the Company hereby evidences its written consent to the foregoing resolutions effective as of this ____ day of April 2023.

**BOARD OF DIRECTORS AND MANAGERS OF
BIO365 LLC**

Michael Klein

Jackie Klein



David Shearer

John Gaunt

Sean Meshorer

RESOLVED, that the Company with the written approval of the Chief Executive Officer, is hereby authorized to retain and employ Kander LLC as financial advisor, under advanced payment retainer in the Bankruptcy, and such other professionals as it deems necessary, proper or desirable during the course of the Bankruptcy, subject to any requisite Bankruptcy Court approval; and further

RESOLVED, that any and all actions taken by the CRO, Chief Executive Officer, or representatives of the Company, for and on behalf of the Company and in the name of the Company, prior to the adoption of these resolutions, including, but not limited to, the preparation and execution of any documents related to the Bankruptcy, are hereby ratified, confirmed, and approved in all respects for all purposes; and further

RESOLVED, that in addition to the specific authorizations herein conferred upon the CRO, the CRO is authorized and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including filing fees, in each case as in the CRO's business judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the foregoing resolutions, subject to any requisite Bankruptcy Court approval.

IN WITNESS WHEREOF, the undersigned Directors and Managers of the Company hereby evidences its written consent to the foregoing resolutions effective as of this 9th day of April 2023.

**DIRECTORS AND MANAGERS OF
BIO365 LLC**

Michael Klein

Jackie Klein

David Shearer

John Gaunt

Sean Meshorer

RESOLVED, that the Company with the written approval of the Chief Executive Officer, is hereby authorized to retain and employ Kander LLC as financial advisor, under advanced payment retainer in the Bankruptcy, and such other professionals as it deems necessary, proper or desirable during the course of the Bankruptcy, subject to any requisite Bankruptcy Court approval; and further

RESOLVED, that any and all actions taken by the CRO, Chief Executive Officer, or representatives of the Company, for and on behalf of the Company and in the name of the Company, prior to the adoption of these resolutions, including, but not limited to, the preparation and execution of any documents related to the Bankruptcy, are hereby ratified, confirmed, and approved in all respects for all purposes; and further

RESOLVED, that in addition to the specific authorizations herein conferred upon the CRO, the CRO is authorized and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including filing fees, in each case as in the CRO's business judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the foregoing resolutions, subject to any requisite Bankruptcy Court approval.

IN WITNESS WHEREOF, the undersigned Directors and Managers of the Company hereby evidences its written consent to the foregoing resolutions effective as of this ____ day of April 2023.

**DIRECTORS AND MANAGERS OF
BIO365 LLC**

MICHAEL KLEIN

Michael Klein

Jacquelyn Klein

Jackie Klein

David Shearer

John Gaunt

Sean Meshorer